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*Attorneys for The Official Committee of Unsecured  
Creditors of LandAmerica 1031 Exchange Services, Inc.*

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

In re:	:	Chapter 11
	:	
LANDAMERICA FINANCIAL GROUP, INC., <u>et</u>	:	Case No. 08-35994-KRH
<u>al.</u> ,	:	(Jointly Administered)
	:	
Debtors.	:	
	:	

**FINAL FEE APPLICATION OF TAVENNER & BERAN, PLC  
FOR ALLOWANCE OF COMPENSATION AND EXPENSE  
REIMBURSEMENT AS LOCAL COUNSEL  
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Tavenner & Beran, PLC (“Tavenner & Beran”), local counsel for the former Official Committee of Unsecured Creditors (the “Committee”) of LandAmerica 1031 Exchange Services, Inc. (“LES”), submits the following as its Final Application For Allowance Of Compensation And Expense Reimbursement As Local Counsel To The Official Committee of Unsecured Creditors (the “Application”) pursuant to 11 U.S.C. §§ 330, 331 and 503(b) and Rule 2016 of the Federal Rules of Bankruptcy Procedure. In this Application, Tavenner & Beran seeks (i) initial approval of compensation in the amount of \$81,999.50 and reimbursement of expenses in the amount of \$1,462.84 for the period of September 1, 2009 through December 6, 2009 and (ii) final approval of compensation in the of compensation in the amount of \$342,154.00 and reimbursement of expenses in the amount of \$8,300.96 for the period of December 8, 2008 through December 6, 2009 and in support thereof states as follows:

### **Background**

1. On November 26, 2008 (the “Petition Date”), LES filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code. LES continues to operate its business and manage its properties as debtor in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. On November 28, 2008, the Court entered an order jointly administering the chapter 11 case of LES with the chapter 11 case of LandAmerica Financial Group, Inc. (“LFG,” and together with LES, the “Debtors”) for procedural purposes only.

2. On December 3, 2008, the Office of the United States Trustee (the “U.S. Trustee”) appointed the Official Committee of Unsecured Creditors for LandAmerica 1031 Exchange Services, Inc. (the “LES Committee”). On June 4, 2009, the U.S. Trustee added two members to the LES Committee.

3. LES Committee is presently composed of the following seven creditors: (i) Millmar Holdings, LLC (ii) Endless Ocean, LLC (iii) MB Venture, Ltd. (iv) Amarillo Tower Limited, (v) Petaluma Southpoint, LLC, (vi) The Mary and Fred Piro 1987 Trust, and (vii) Gregory D. Schultz.

4. The Committee held its organizational meeting, and decided to retain Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”) as its lead counsel, Tavenner & Beran as its local counsel, and Protiviti, Inc. as financial advisors.

5. On or about December 31, 2008, the LES Committee filed an application to employ Tavenner & Beran as its local counsel. On or about January 16, 2009, this Court entered its Order Authorizing Retention And Employment Of Tavenner & Beran, PLC As Local Counsel To The Official Committee of Unsecured Creditors (the “Employment Order”).

6. On or about April 14, 2009, Tavenner & Beran filed a First Interim Application of Tavenner & Beran, PLC For Allowance of Compensation and Expense Reimbursement as Local Counsel to the Official Committee of Unsecured Creditors seeking compensation in the amount of \$94,128.00 and expense reimbursement of \$3,576.84 for the period of December 8, 2008 through and including February 28, 2009 (the “First Interim Application”). On or about June 5, 2009, the Court entered an order approving the First Interim Application (the “First Interim Application Order”). On or about July 15, 2009, Tavenner & Beran filed a Second Interim Application of Tavenner & Beran, PLC For Allowance of Compensation and Expense Reimbursement as Local Counsel to the Official Committee of Unsecured Creditors seeking compensation in the amount of \$76,594.50 and reimbursement of expenses in the amount of \$2,557.50 for the period of March 1, 2009 through May 31, 2009 (the “Second Interim

Application”) and thereafter this Court entered an order approving the Second Interim Application (the “Second Interim Application Order”). On or about October 15, 2009, Tavenner & Beran filed a Third Interim Application of Tavenner & Beran, PLC For Allowance of Compensation and Expense Reimbursement as Local Counsel to the Official Committee of Unsecured Creditors seeking compensation in the amount of \$89,432.00 and reimbursement of expenses in the amount of \$703.78 for the period of June 1, 2009 through August 31, 2009 (the “Third Interim Application”) and, thereafter, this Court entered an order approving the Third Interim Application (the “Third Interim Application Order”).

7. Since the filing of the First Interim Application, Second Interim Application, and the Third Interim Application, Tavenner & Beran has rendered additional professional services to the Committee from and including September 1, 2009 through and including December 6, 2009 for which it seeks compensation in the amount of \$81,999.50. Attached hereto as Exhibit A is a statement of the fees incurred.

8. During this time, Tavenner & Beran incurred \$1,462.84 in out-of-pocket expenses for which it seeks reimbursement. Attached hereto as Exhibit A is a statement of the expenses incurred.

9. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

#### **Employment and Case Status**

10. As authorized in the Employment Order, the terms of Tavenner & Beran’s employment are as follows: Tavenner & Beran charges legal fees on an hourly basis at its attorneys’ hourly rates, which are set in accordance with the attorneys’ seniority and experience.

Tavenner & Beran also charges the Committee for its actual out-of-pocket expenses incurred such as copying, long distance telephone, travel, overnight mail, telecopies, computer research and other disbursements.

11. The names of all Tavenner & Beran attorneys and paralegals requesting compensation and their respective hourly rates are set forth on Exhibit A attached hereto.

12. To the best of Tavenner & Beran's knowledge, information and belief, the Debtors are paying post-petition expenses in the ordinary course and/or as required by this Court. To the best of Tavenner & Beran's knowledge, information and belief, the Debtors have sufficient funds on hand to pay the compensation and reimbursement of expenses requested herein.

13. Tavenner & Beran filed its First Interim Application, Second Interim Application, and Third Interim Application but Tavenner & Beran has not previously filed an application for the interim allowance of compensation and expense reimbursement as sought in this Application.

#### **Summary of Services Rendered**

14. For the time period September 1, 2009 through December 6, 2009, Tavenner & Beran provided various services to the Committee, which may be summarized as follows:

A. Asset Analysis and Recovery: - Total Hours 3.00                      Total \$850.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS<sup>1</sup></i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$340.00	2.50	\$850.00
Paula S. Beran	1992	\$0.00	.50	\$0.00

#### **Description**

Analysis of estate assets.

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<sup>1</sup> Certain hours were recorded but not billed to the estate.

Attached hereto as Exhibit A – Asset Analysis and Recovery Section is a complete statement of such services rendered by Tavenner & Beran.

Necessary and Benefit to the Estate

Tavenner & Beran assisted the Committee with its review and oversight of the estates' assets.

B. Asset Disposition: - Total Hours 5.60 Total \$1,904.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS</i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$340.00	5.60	\$1,904.00

Description

Conferences, correspondence, document review, and Court appearances related to the Committee's review of asset disposition.

Attached hereto as Exhibit A – Asset Disposition Section is a complete statement of such services rendered by Tavenner & Beran.

Necessary and Benefit to the Estate

Tavenner & Beran assisted the Committee with its review and oversight of the disposition of estates' assets.

C. Business Operations: - Total Hours 14.80 Total \$4,692.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS<sup>2</sup></i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$340.00	13.80	\$4,692.00
Paula S. Beran	1992	\$0.00	1.00	\$0.00

Description

Conferences, correspondence and document review related to the Committee's review of the Debtors' operations.

Attached hereto as Exhibit A – Business Operations Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

Tavenner & Beran assisted the Committee in its review and oversight of the Debtors' operations.

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<sup>2</sup> Certain hours were recorded but not billed to the estate.

D. Case Administration: - Total Hours 64.10 Total \$11,914.50

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS</i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$340.00	21.90	\$7,446.00
Paula S. Beran	1992	\$330.00	2.40	\$792.00
David L. Leadbeater	N/A	\$95.00	38.70	\$3676.50
Paula S. Beran	1992	\$00.00	1.10	\$00.00

Description

Conferences, correspondence, document preparation and review and Court appearances on case administrative matters.

Attached hereto as Exhibit A – Case Administration Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

These services were necessary to assist the Committee in the administration of these cases.

E. Claims Administration: - Total Hours 5.40 Total \$1836.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS</i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$340.00	5.4	\$1836.00

Description

Correspondence, conferences, document review and research regarding pre and post-petition creditor claims.

Attached hereto as Exhibit A – Claims Administration Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

These services were necessary to assist the Committee in its analysis of creditor claims.

F. Creditors Meeting: - Total Hours 5.20 Total \$1598.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS</i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$340.00	4.70	\$1598.00
Paula S. Beran	1992	\$330.00	.50	\$00.00

Description

Prepare for and attend § 341 meetings and other creditor related meetings.

Attached hereto as Exhibit A – Creditors Meeting Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

These services were necessary to assist the Committee with its review of case matters.

G. Fee/Employment Applications: - Total Hours 12.20                      Total \$4,029.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS</i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$340.00	10.20	\$3468.00
Paula S. Beran	1992	\$330.00	1.70	\$561.00
Paula S. Beran	1992	\$00.00	.30	\$00.00

Description

Correspondence, conferences, document preparation, document review and Court appearances relating to the employment and/or compensation of bankruptcy professionals.

Attached hereto as Exhibit A – Fee/Employment Applications Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

These services were necessary for the Committee to be properly represented and advised by its professionals.

H. Litigation: - Total Hours 12.50                      Total \$3,991.00



<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS<sup>3</sup></i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$340.00	9.70	\$3298.00
Paula S. Beran	1992	\$330.00	2.10	\$693.00
Paula S. Beran	1992	\$0.00	.70	\$0.00

Description

Correspondence, conferences, document preparation, document review and Court appearances relating to litigation matters for and against the estate.

Attached hereto as Exhibit A – Litigation Section is a complete statement of such services rendered by Tavenner & Beran.

Necessary and Benefit to the Estate

These services assisted the Committee in preservation of estate assets and pursuit of information to prosecute claims on behalf of the estate.

I. Plan and Disclosure Statement: - Total Hours 164.00 Total \$50,097.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS<sup>4</sup></i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$340.00	145.50	\$49,470.00
Paula S. Beran	1992	\$0.00	0.50	\$0.00
Paula S. Beran	1992	\$330.00	1.90	\$627.00

Description

Correspondence, conferences, document preparation, document review and Court appearances relating to plan issues.

Attached hereto as Exhibit A – Plan and Disclosure Statement Section is a complete statement of such services rendered by Tavenner & Beran.

Necessary and Benefit to the Estate

These services were necessary to assist the Committee in its review of issues related to a plan.

J. Relief from Stay: - Total Hours 3.20 Total \$1,088.00

<sup>3</sup> Certain hours were recorded but not billed to the estate.

<sup>4</sup> Certain hours were recorded but not billed to the estate.

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS</i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$340.00	3.20	\$1088.00

Description

Correspondence, conferences, document preparation, document review and Court appearances relating to the application of the automatic stay.

Attached hereto as Exhibit A – Relief from Stay Section is a complete statement of such services rendered by Tavenner & Beran.

Necessary and Benefit to the Estate

These services were necessary to assist the Committee's review of parties seeking relief from the automatic stay.

15. The total amount of interim compensation requested by Tavenner & Beran is based on the hourly rates normally charged by the attorneys and the paralegals who performed legal services for the Committee in this matter are further summarized on Exhibit A.

16. Pursuant to the Order Establishing Procedures For Interim Compensation entered on December 22, 2008 (the "Interim Compensation Order"), Tavenner & Beran could have sought eighty-five percent (85%) of certain of its monthly fees and one hundred percent (100%) of certain of its monthly expenses. In regard to this Application, in total, Tavenner & Beran has received \$00.00 in fees and \$00.00 in expenses. See Exhibit B attached hereto for a statement of those payments. Therefore, fees and expenses in the amount of \$81,999.50 and expenses in the amount of \$1,462.84 remain outstanding.

17. Attached hereto as Exhibit B is a summary sheet concerning this Application. The First Interim Application, the Second Interim Application and the Third Interim Application contained summary sheets for the time periods addressed therein. All said applications are on file with this Court. Summaries of the same can be found on Exhibit B.

18. The fees sought by Tavenner & Beran are reasonable for the work it performed in the specialized area of bankruptcy and in practice before the United States Bankruptcy Court. Such fees are customary for specialized bankruptcy practice and are comparable in amount to services rendered by other attorneys in the area. The fees sought herein are reasonable considering the nature and extent of the work, the time spent, and the value of the services.

19. This final application is submitted pursuant to Section 3.2 of the Joint Chapter 11 Plan of LandAmerica Financial Group, Inc and Its Affiliated Debtors (as modified, the “Plan”) and paragraph 26 of this Court’s order confirming the Plan (Docket No. 2666) (the “Confirmation Order”).

#### **Applicable Legal Standard**

20. The Bankruptcy Code sets forth the legal standards for awarding compensation to professionals. The format for fee applications is set forth in the Compensation Guidelines for Professionals in the United States Bankruptcy Court for the Eastern District of Virginia (the “Guidelines”).

21. Under § 330 and of the Bankruptcy Code, the Court may award counsel to the Committee reasonable compensation for actual, necessary services rendered by such attorneys and paraprofessionals employed by such attorneys based on the nature, extent and value of the services rendered, time spent on such services and the cost of comparable services other than in a bankruptcy case. Furthermore, the Court may award reimbursement for actual, necessary expenses.

22. The expenses incurred by Tavenner & Beran, as set forth herein, are reasonable and necessary charges for items such as photocopying, long distances telephone calls, facsimiles,

delivery services and messenger services, transcript preparation and filing fees. Photocopy charges are assessed at fifteen cents (\$.20) per page which Tavenner & Beran believes to be at least comparable with the average charge in this area. Facsimiles were charged at the rate of one dollar (\$1.00) per page, which Tavenner & Beran believes to be a reasonable charge for such an expense.

23. Under the “lodestar” approach, the Court should consider the number of hours of service reasonably devoted to the case multiplied by the attorney’s reasonable rates. Courts frequently consider the specific “lodestar” factors enumerated in *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714 (5th Cir. 1974). These lodestar tests were adopted by the Fourth Circuit in *Barber v. Kimbrells, Inc.*, 577 F.2d 216, 226 (4<sup>th</sup> Cir.), cert. denied, 439 U.S. 934 (1978), and in *Anderson v. Morris*, 658 F.2d 246, 249 (4<sup>th</sup> Cir. 1981), where the Fourth Circuit held that the District Court should employ the lodestar approach, and then adjust the fee on the basis of the remaining Johnson factors in the case. The following are the Johnson factors:

- (a) the time and labor required;
- (b) the novelty and difficulty of the questions;
- (c) the skill requisite to perform the legal service properly;
- (d) the preclusion of other employment by the attorney due to acceptance of the case;
- (e) the customary fee;
- (f) whether the fee is fixed or contingent;
- (g) time limitations imposed by the client or the circumstances;
- (h) the amount involved and the results obtained;
- (i) the experience, reputation and ability of the attorneys;
- (j) the “undesirability” of the case;
- (k) the nature and length of the professional relationship with the client; and
- (l) awards in similar cases.

Johnson, 488 F.2d at 717-719; Barber, 577 F.2d at 226, n.28; Anderson, 658 F.2d at 248, n.2.

24. Tavenner & Beran believes that the services rendered to the Committee and the out-of-pocket expenses incurred therewith were necessary and reasonable in view of the

Committee's obligations in these cases and the scope and nature of the matters in which the Committee was involved to competently represent the Committee.

25. Upon information and belief, the rates charged by Tavenner & Beran are less than legal fees charged by other law firms in comparable Chapter 11 cases. Tavenner & Beran believes that the fees requested herein clearly satisfy the Johnson factors as set forth above.

### **Conclusion**

WHEREFORE, Tavenner & Beran submits this Application for (i) initial approval of compensation in the amount of \$81,999.50 and reimbursement of expenses in the amount of \$1,462.84 for the period of September 1, 2009 through December 6, 2009 and (ii) final approval of compensation in the of compensation in the amount of \$342,154.00 and reimbursement of expenses in the amount of \$8,300.96 for the period of December 8, 2008 through December 6, 2009. Tavenner & Beran respectfully requests that the Court enter an Order substantially in the form attached hereto as Exhibit C approving the compensation and reimbursement of expenses requested herein, authorizing and directing the Debtors to pay such amounts and granting such other and further relief as the Court deems appropriate

TAVENNER & BERAN, PLC

By: /s/ Lynn L. Tavenner  
Co-Counsel

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Creditors

-and-

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Lead Counsel for the Official Committee of Unsecured  
Creditors

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## **CERTIFICATE OF SERVICE**

I hereby certify that on or before the 15<sup>th</sup> day of January 15, 2010 a true copy of the foregoing Final Application Of Tavenner & Beran, PLC For Allowance Of Compensation And Expense Reimbursement As Local Counsel For The Official Committee of Unsecured Creditors was served via first-class mail, postage-prepaid and/or electronic delivery to:

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/s/ *Lynn L. Tavenner*

Co-Counsel

**Tavener & Beran, PLC**  
**20 North Eighth Street, Second Floor**  
**Richmond, VA 23219**

Exhibit A

**Invoice submitted to:**  
LandAmerica 1031 Exchange Services, Inc. Committee

*Invoice Date*  
December 11, 2009

*Invoice Number*  
10857

*Last Bill Date*  
10/15/2009

Professional Services

	<u>Hrs/Rate</u>	<u>Amount</u>
<u>Asset Analysis and Recovery</u>		
9/17/2009 - LLT Review status of ARS decision against Citibank	0.20 340.00/hr	68.00
9/24/2009 - LLT Review LES amended schedules	1.30 340.00/hr	442.00
9/25/2009 - LLT Review and revise notice of claims letter	0.60 340.00/hr	204.00
- PSB Review claim letter issues	0.50 330.00/hr	NO CHARGE
9/28/2009 - LLT Review and revise notice of claims letter	0.40 340.00/hr	136.00
SUBTOTAL:	[ 3.00	850.00]

Business Operations

9/3/2009 - LLT Review status of stipulation regarding Kendall Square and correspondence from S. Schultz re: same (.20); Follow-up with J. Maddock re: same (.10); Review various notices of rejection of unexpired leases (.30); Follow-up from R. Maxwell re: stipulation (.10)	0.70 340.00/hr	238.00
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		<u>Hrs/Rate</u>	<u>Amount</u>
9/11/2009 - LLT	Review motion to approve compromise with Fidelity	0.60 340.00/hr	204.00
9/12/2009 - LLT	Review correspondence to debtors re: committee position on FNF settlement	0.50 340.00/hr	170.00
9/13/2009 - LLT	Preparation for hearing on FNF settlement	0.60 340.00/hr	204.00
9/14/2009 - LLT	Prepare for and attend hearing on motion for settlement with FNF	1.30 340.00/hr	442.00
9/25/2009 - LLT	Review and address alternatives re data transition plans	0.70 340.00/hr	238.00
9/30/2009 - LLT	Review executory contract rejection notices	0.30 340.00/hr	102.00

SUBTOTAL:

[ 4.70 1,598.00]

Case Administration

9/2/2009 - LLT	Review Gibbs correspondence re: selection of trustee	0.20 340.00/hr	68.00
- DLL	Docket and index	2.10 95.00/hr	199.50
9/3/2009 - LLT	Correspondence from C. Gibbs re: trustee finalists	0.10 340.00/hr	34.00
9/4/2009 - LLT	Telephone call with F. Piero re: trustee candidates (.20); Follow-up correspondence re: same (.10); Review shareholder consent motion (.30)	0.60 340.00/hr	204.00
- PSB	Review of potential trustee information and related transcripts	1.10 330.00/hr	NO CHARGE
9/8/2009 - LLT	Correspondence to F. Piero re: trustee selection	0.10 340.00/hr	34.00
- DLL	Docket and index	2.90 95.00/hr	275.50
9/9/2009 - LLT	Review proposed letter to exchangers re: upcoming informational call (.30); Follow-up comments from committee members (.20); Address issues re: appointment of trustee	0.90 340.00/hr	306.00

		<u>Hrs/Rate</u>	<u>Amount</u>
	(.20); Review agenda for 9/14 hearings (.20)		
9/11/2009 - DLL	Create hearing binder (1.90); Docket and index (2.30)	4.20 95.00/hr	399.00
9/14/2009 - LLT	Prepare for and attend open call with creditors on plan issues	2.20 340.00/hr	748.00
9/15/2009 - DLL	Docket and index	2.00 95.00/hr	190.00
9/17/2009 - LLT	Prepare for and attend telephonic meeting open to all creditors re: discussion of plan (2.20); Review correspondence related to status of MDL plaintiffs litigation (.40)	2.60 340.00/hr	884.00
- DLL	Docket and index (1.10); Timeslips entry (1.20)	2.30 95.00/hr	218.50
9/18/2009 - LLT	Review agenda for upcoming 9/21 hearing	0.30 340.00/hr	102.00
9/21/2009 - PSB	Prepare for and attend hearing	2.40 330.00/hr	792.00
9/22/2009 - DLL	Docket and index	2.30 95.00/hr	218.50
9/24/2009 - DLL	Docket and index	1.70 95.00/hr	161.50
9/28/2009 - LLT	Receipt and review of creditor inquiry/correspondence and address same with co-counsel	0.40 340.00/hr	136.00
9/30/2009 - DLL	Docket and index	0.70 95.00/hr	66.50
SUBTOTAL:		[ 29.10	5,037.00]
<u>Claims Administration</u>			
9/25/2009 - LLT	Review claims objections filed by debtor	0.70 340.00/hr	238.00
SUBTOTAL:		[ 0.70	238.00]

		<u>Hrs/Rate</u>	<u>Amount</u>
<u>Creditors Meeting</u>			
9/8/2009 - LLT	Prepare for and attend committee telephonic meeting	1.20 340.00/hr	408.00
9/15/2009 - LLT	Prepare for and participate in telephonic committee meeting in preparation for upcoming call with entire creditor body invited to attend (1.20)	1.20 340.00/hr	408.00
- PSB	Review of creditor call issues	0.50 330.00/hr	NO CHARGE
SUBTOTAL:		[ 2.90	816.00]
<u>Plan and Disclosure Statement</u>			
9/2/2009 - LLT	Review notices of rejection of executory contracts (.20); Correspondence to/from debtor professionals re: hearing on disclosure statement and follow-up with Court re: same (.40)	0.60 340.00/hr	204.00
9/3/2009 - LLT	Review correspondence to UST from P. Busse (.20); Review most recent draft of plan (1.40); Review trust agreement (2.20)	3.80 340.00/hr	1,292.00
- PSB	Review of Plan issues	1.90 330.00/hr	NO CHARGE
9/4/2009 - LLT	Review redline of newest plan re: issues related to LFG subs (.90); Review and revise disclosure statement (3.20)	4.10 340.00/hr	1,394.00
9/6/2009 - LLT	Review motion for extension of exclusivity	0.40 340.00/hr	136.00
9/7/2009 - LLT	Review and revise most recent version of disclosure statement (1.70); Correspondence re: objection deadlines on plan and disclosure statement (.10); Research local rules re: same and follow-up with S. Schultz (.70)	2.50 340.00/hr	850.00
9/8/2009 - LLT	Review issues re: LES trust agreement and proposed alternatives	0.80 340.00/hr	272.00
- LLT	Address plan issues and potential legal objections	0.90 340.00/hr	306.00

		<u>Hrs/Rate</u>	<u>Amount</u>
9/8/2009 - PSB	Review plan issues	0.90 330.00/hr	NO CHARGE
9/9/2009 - LLT	Review issues in update regarding debtor's exclusivity motion (.50); Review plan and disclosure statement as filed with the Court (1.20); Review solicitation/exclusivity issues and rejection to debtor request re: same (.70)	2.40 340.00/hr	816.00
9/11/2009 - LLT	Review notice fixing time for hearing on disclosure statement (.20); Review summary of the central plan terms for distribution to creditors on website (.60)	0.80 340.00/hr	272.00
9/14/2009 - LLT	Prepare for and attend hearing on motion to extend exclusivity (1.50); Review objection to confirmation filed by R. Passantino (1.10); Review issues re: tolling of causes of action (.70)	3.30 340.00/hr	1,122.00
9/24/2009 - LLT	Review draft liquidation analysis	1.70 340.00/hr	578.00
9/30/2009 - LLT	Review CA Comptroller's Supplemental Reply to Motion to Reconsider - Request for Judicial Notice (.60); Review Busse objection to disclosure statement as filed with Court (.60); Review notices and ballots to the Disclosure Statement Motion (1.20); Correspondence from Debtor's counsel re: same (.10)	2.50 340.00/hr	850.00
SUBTOTAL:		[ 26.60	8,092.00]
<u>Relief from Stay</u>			
9/9/2009 - LLT	Review motion to reconsider order on stay motion filed by California Controller	0.60 340.00/hr	204.00
9/24/2009 - LLT	Review Debtor's Memorandum Of Law In Opposition To Controller's Motion To Reconsider The Court's Order Granting In Part The Debtor's Motion To Enforce The Automatic Stay	0.70 340.00/hr	238.00
SUBTOTAL:		[ 1.30	442.00]
For professional services rendered		68.30	\$17,073.00

Additional Charges :

	<u>Qty/Price</u>	<u>Tax#</u>	<u>Amount</u>
<u>Case Administration</u>			
9/30/2009 - LLT	1		317.36
Pacer Costs	317.36		
- LLT	1		26.74
Lexis/Research charges	26.74		
- LLT	175		35.00
Photocopy costs - hearing binder	0.20		
- LLT	180		36.00
Photocopy costs - Akin Gump LES letter copies	0.20		
SUBTOTAL:			[ 415.10]
Total costs			\$415.10
Total amount of this bill			\$17,488.10
Previous balance			\$101,624.94
9/3/2009 Payment - thank you			(\$11,489.17)
9/8/2009 Payment - thank you			(\$20,138.33)
12/4/2009 Payment - thank you. Check No. wire			(\$69,997.45)
Total payments and adjustments			(\$101,624.95)
Balance due			\$17,488.09

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Lynn L. Tavenner	42.80	340.00	\$14,552.00
Paula S. Beran	2.40	330.00	\$792.00
Paula S. Beran	4.90	0.00	\$0.00
David L. Leadbeater	18.20	95.00	\$1,729.00

**Tavener & Beran, PLC**  
**20 North Eighth Street, Second Floor**  
**Richmond, VA 23219**

**Invoice submitted to:**

LandAmerica 1031 Exchange Services, Inc. Committee

*Invoice Date*

January 15, 2010

*Invoice Number*

10865

*Last Bill Date*

12/11/2009

Professional Services

		<u>Hrs/Rate</u>	<u>Amount</u>
	<u>Asset Disposition</u>		
10/16/2009 - LLT	Review motion for sale of securities	0.70 340.00/hr	238.00
10/20/2009 - LLT	Address questions re: sale motion (.20); Review notices of rejection of contracts (.20); Review seal motion related to ARS sale process (.50)	0.90 340.00/hr	306.00
10/23/2009 - LLT	Review Luxenberg objection to ARS sale motion (.30); Review motion for PBGC settlement approval (.60)	0.90 340.00/hr	306.00
11/11/2009 - LLT	Review information received on ARS offers	0.50 340.00/hr	170.00
11/12/2009 - LLT	Review of committee correspondence with respect to sale of ARS assets	0.50 340.00/hr	170.00
11/13/2009 - LLT	Follow-up correspondence from committee members re: sale of ARS securities (.40); Correspondence from co-counsel with respect to ARS sale motion (.20)	0.60 340.00/hr	204.00
11/16/2009 - LLT	Prepare for and attend committee call with respect to proposed sale of auction rate securities	1.20 340.00/hr	408.00

		<u>Hrs/Rate</u>	<u>Amount</u>
11/17/2009 - LLT	Review additional Second Market information with respect to ARS offers	0.30 340.00/hr	102.00
SUBTOTAL:		[ 5.60	1,904.00]
<u>Business Operations</u>			
10/6/2009 - LLT	Review lease motions with Capital One	0.50 340.00/hr	170.00
10/9/2009 - LLT	Review various notices of executory contract rejection	0.30 340.00/hr	102.00
10/12/2009 - LLT	Review Capital Title Group statements and schedules	0.40 340.00/hr	136.00
10/26/2009 - LLT	Telephone conference with J. Maddock and follow-up correspondence from J. Maddock re: Rosias foreclosure issues and lender's request for deed	0.60 340.00/hr	204.00
10/29/2009 - LLT	Review recent notice of rejection of contracts	0.20 340.00/hr	68.00
10/30/2009 - LLT	Review motion for approval of IRS settlement	0.80 340.00/hr	272.00
11/1/2009 - LLT	Correspondence from J. Maddock re: Rosias foreclosure issues	0.10 340.00/hr	34.00
11/2/2009 - LLT	Review notice of rejection of executory contracts	0.20 340.00/hr	68.00
11/3/2009 - LLT	Correspondence to co-counsel with respect to Rosias foreclosure issue	0.20 340.00/hr	68.00
11/4/2009 - LLT	Review petition and first-day motions for One Stop (.90); Follow-up from J. Maddock re: Rosias foreclosure questions (.10); Review motion to approve stipulation regarding production of confidential information and motion to expedite same (.70)	1.70 340.00/hr	578.00
11/6/2009 - LLT	Review One Stop transition agreement	0.50 340.00/hr	170.00

		<u>Hrs/Rate</u>	<u>Amount</u>
11/8/2009 - LLT	Prepare for and attend expedited hearing on motion to approve stipulation with MDL plaintiffs (1.50); Review revised stipulation with MDL plaintiffs and correspondence from D. Hayes re: same (.30); Review motion extending time to assume or reject certain partnership agreements (.60)	2.40 340.00/hr	816.00
- LLT	Review various note-holder settlement notices	0.50 340.00/hr	170.00
- PSB	Review of MDL issues	1.00 330.00/hr	NO CHARGE
11/11/2009 - LLT	Follow-up with J. Maddock re: Rosias foreclosure issues (.10); Prepare for and participate in call with co-counsel and counsel for Debtors in LFG committee to discuss plan objections and resolution of same (.60)	0.70 340.00/hr	238.00
SUBTOTAL:		[ 10.10	3,094.00]
<u>Case Administration</u>			
10/1/2009 - LLT	Prepare for (1.0) and participate in call with exchangers (2.0)	3.00 340.00/hr	1,020.00
10/7/2009 - LLT	Telephone call to G. Fathergill re: electronic equipment in courtroom (.20); Follow-up with A. Beane re: same (.10)	0.30 340.00/hr	102.00
10/8/2009 - LLT	Review proposed agenda for 10/13 hearing	0.20 340.00/hr	68.00
10/12/2009 - LLT	Review amended proposed agenda	0.20 340.00/hr	68.00
10/13/2009 - LLT	Correspondence with co-counsel re: hearing dates for confirmation hearing	0.10 340.00/hr	34.00
- DLL	Prepare hearing binder	1.20 95.00/hr	114.00
10/14/2009 - LLT	Review calendar re: upcoming critical dates	0.20 340.00/hr	68.00
10/22/2009 - LLT	Review notice of commencement of case in Capital Title (.10); Review proposed agenda for 10/26 hearings (.20)	0.30 340.00/hr	102.00



		<u>Hrs/Rate</u>	<u>Amount</u>
10/22/2009 - DLL	Docket and file maintenance	1.60 95.00/hr	152.00
10/23/2009 - LLT	Review amended agenda for 10/26 hearings	0.20 340.00/hr	68.00
10/26/2009 - LLT	Review Gibbs letter to all exchange customers re: upcoming confirmation hearing (.20); Prepare for (1.50) and attendance at Court hearing on Omnibus motions (3.0)	4.70 340.00/hr	1,598.00
- DLL	prepare hearing binder	1.20 95.00/hr	114.00
11/2/2009 - LLT	Review order vacating premature approval of application for compensation	0.10 340.00/hr	34.00
11/3/2009 - LLT	Correspondence to/from A. Beane re: electronics in Courtroom (.10); Follow-up with G. Fathergill re: same (.10); Telephone call with A. Beane re: preparation for confirmation hearing (.10)	0.30 340.00/hr	102.00
11/4/2009 - LLT	Correspondence to/from A. Beane re: preparation for upcoming hearing	0.20 340.00/hr	68.00
11/6/2009 - LLT	Review correspondence from L. Pyle re: plan objection deadline (.10); Follow-up from A. Beane re: preparation for confirmation hearing (.10)	0.20 340.00/hr	68.00
- DLL	Docket and index	1.30 95.00/hr	123.50
- DLL	Prepare hearing binder	1.60 95.00/hr	152.00
11/8/2009 - LLT	Address requests for extension of plan objection deadlines	0.20 340.00/hr	68.00
11/10/2009 - LLT	Review Rule 2019 statement filed by L. Pyle	0.20 340.00/hr	68.00
- DLL	Prepare hearing binder	0.80 95.00/hr	76.00
11/12/2009 - LLT	Review One Stop motion for approval of disclosure statement (.20); Prepare for (1.0) and attendance at Omnibus Court hearings (1.50)	2.70 340.00/hr	918.00

		<u>Hrs/Rate</u>	<u>Amount</u>
11/12/2009 - DLL	Prepare objection to confirmation plan binder	3.40 95.00/hr	323.00
11/13/2009 - LLT	Prepare for and attend 341 meeting and related LFG debtor case	1.00 340.00/hr	340.00
- DLL	Prepare confirmation binder and related materials	4.10 95.00/hr	389.50
11/16/2009 - LLT	Review proposed agenda for hearing scheduled on November 18	0.10 340.00/hr	34.00
- DLL	Prepare hearing binder	2.10 95.00/hr	199.50
11/17/2009 - LLT	Correspondence from co-counsel with respect to electronic equipment in Courtroom	0.10 340.00/hr	34.00
11/20/2009 - LLT	Review correspondence from co-counsel to exchangers	0.20 340.00/hr	68.00
11/23/2009 - DLL	File maintenance (2.50); Prepare hearing binder (.70)	3.20 95.00/hr	304.00
SUBTOTAL:		[ 35.00	6,877.50]

Claims Administration

10/16/2009 - LLT	Review potential settlement with PBGC (.30); Review Seventh, Eighth, Ninth, Tenth, and Eleventh Omnibus claims objections (.80)	1.10 340.00/hr	374.00
10/20/2009 - LLT	Review and analyze issues related to PBGC settlement (.60); Review DNO Bar Date Motion (.70); Review proposed settlements with note claim holders (.50)	1.80 340.00/hr	612.00
10/21/2009 - LLT	Additional review of recently filed objections to claims and correspondence to Debtor's counsel re: same	0.50 340.00/hr	170.00
11/6/2009 - LLT	Review IRS plan settlement proposal	0.50 340.00/hr	170.00

		<u>Hrs/Rate</u>	<u>Amount</u>
11/20/2009 - LLT	Prepare for and attend hearing on motion to approve settlement with IRS	0.80 340.00/hr	272.00
SUBTOTAL:		[ 4.70	1,598.00]
<u>Creditors Meeting</u>			
10/6/2009 - LLT	Review correspondence re: upcoming committee meeting	0.10 340.00/hr	34.00
10/7/2009 - LLT	Prepare for (.30) and participate in committee call (1.20)	1.50 340.00/hr	510.00
10/20/2009 - LLT	Participate in telephonic committee meeting	0.70 340.00/hr	238.00
SUBTOTAL:		[ 2.30	782.00]
<u>Fee/Employment Applications</u>			
10/5/2009 - LLT	Correspondence from R. Blair re: hearing date on fee apps	0.10 340.00/hr	34.00
10/7/2009 - LLT	Review of Luxemborg fee application	0.50 340.00/hr	170.00
10/9/2009 - LLT	Review Zolfo August report	0.20 340.00/hr	68.00
10/14/2009 - LLT	Correspondence with co-counsel re: noticing of interim fee applications (.20); Draft and revise Omnibus notice of hearing for committee professionals on third interim fee applications (.70); Revise and finalize Tavenner & Beran third interim fee application (2.70)	3.60 340.00/hr	1,224.00
10/16/2009 - LLT	Receipt and review of various third interim fee applications for professionals employed in cases (McGuire Woods, Williams Mullen, Bingham and Wilkie Farr)	1.30 340.00/hr	442.00
- LLT	Review McGuire Woods September fee statement	0.30 340.00/hr	102.00
10/22/2009 - LLT	Review LFG committee member expense request	0.20 340.00/hr	68.00

		<u>Hrs/Rate</u>	<u>Amount</u>
10/23/2009 - LLT	Review Zolfo September monthly report (.20); Review fourth supplement to ordinary course professionals list (.10)	0.30 340.00/hr	102.00
11/2/2009 - LLT	Review monthly September fee request for Bingham	0.20 340.00/hr	68.00
11/3/2009 - LLT	Review application to employ Second Market for brokerage services	0.80 340.00/hr	272.00
11/10/2009 - LLT	Correspondence from R. Blair re: fee estimates required by plan	0.10 340.00/hr	34.00
11/11/2009 - LLT	Review Zolfo notice of filing of contingent fee report	0.20 340.00/hr	68.00
11/12/2009 - LLT	Review fee request for LFG committee members	0.30 340.00/hr	102.00
11/13/2009 - LLT	Correspondence from S. Schultz re: payment of Garden City invoices	0.10 340.00/hr	34.00
11/17/2009 - LLT	Prepare fee estimates as required by plan	0.80 340.00/hr	272.00
11/20/2009 - LLT	Follow-up with S. Schultz on Garden City payment (.20); Correspondence from R. Van Arsdale re: interim fee orders (.10)	0.30 340.00/hr	102.00
11/23/2009 - LLT	Correspondence to/from A. Beane re: fee applications and hearing dates (.20); Follow-up with R. Blair re: same (.10)	0.30 340.00/hr	102.00
- PSB	Review fee application issues	0.30 330.00/hr	NO CHARGE
11/30/2009 - LLT	Review fee documents	0.60 340.00/hr	204.00
12/5/2009 - PSB	Draft fee letter and related documents	1.70 330.00/hr	561.00
SUBTOTAL:		[ 12.20	4,029.00]
<u>Litigation</u>			
11/4/2009 - LLT		1.70	578.00

		<u>Hrs/Rate</u>	<u>Amount</u>
	Correspondence with K. Bernstein re: upcoming Grunstead oral argument in district court (.20); Review pleadings re: same (.60); Review motions for 2004 examinations and production of documents (.90)	340.00/hr	
11/6/2009 - LLT	Review amended notice re: 2004 exam	0.20 340.00/hr	68.00
- PSB	Prepare for and attend Grunstead Appeal	2.10 330.00/hr	693.00
11/8/2009 - LLT	Telephone call with K. Bernstein re: Grunstead argument	0.20 340.00/hr	68.00
11/9/2009 - PSB	Correspondence re: Grunstead	0.70 330.00/hr	NO CHARGE
11/12/2009 - LLT	Review motion for 2004 exam filed by CDC Glendell LP	0.40 340.00/hr	136.00
11/19/2009 - LLT	Review SunTrust objection to motion for 2004 exam (1.20); Review motion of McGuire Woods to withdraw as local counsel with respect to 2004 motion of Debtor (.40)	1.60 340.00/hr	544.00
11/20/2009 - LLT	Prepare for and attend hearings on motion for 2004 exam and motion to withdraw filed by McGuire Woods	3.70 340.00/hr	1,258.00
12/2/2009 - LLT	Review Grunstead stipulation of facts, committee motion to intervene and proposed answer to amended complaint	1.90 340.00/hr	646.00
SUBTOTAL:		[ 12.50	3,991.00]

Plan and Disclosure Statement

10/1/2009 - LLT	Conference with co-counsel regarding Centennial issues and LFG position (.30); Receipt and review of modifications to Disclosure Statement (1.50); Telephone calls with T. Savenko re: additional questions on Plan and Disclosure Statement raised by his segregated clients (.50); Correspondence to co-counsel re: lengthy call with T. Savenko on Plan issues (.30); Follow-up call with T. Savenko re: same (.10)	2.70 340.00/hr	918.00
- LLT	Address exculpation provisions and follow-up with co-counsel re: same (.50); Research exculpation position of UST in other 4th Circuit cases (.80)	1.30 340.00/hr	442.00

		<u>Hrs/Rate</u>	<u>Amount</u>
10/2/2009 - LLT	Follow-up call with T. Savenko and co-counsel re: Disclosure Statement and Plan issues (1.0); Follow-up with co-counsel re: Centennial capital contribution issue (.40)	1.40 340.00/hr	476.00
10/5/2009 - LLT	Review requested changes to Plan language from Frontier Pepper's Ferry (.20); Review various objections to Disclosure Statement (3.40); Coordinate with R. Cosgrove re: Tolling Agreement stipulation (.20); Review of same and follow-up with R. Cosgrove (.40)	4.20 340.00/hr	1,428.00
10/6/2009 - LLT	Telephone call with A. Beane re: Disclosure Statement objections (.10); Telephone call to/from S. Williams at Clerk's Office re: same (.20); Follow-up with A. Beane on same (.20); Review of additional Disclosure Statement objections (1.6)	2.10 340.00/hr	714.00
- LLT	Review class action plaintiffs objection to Disclosure Statement and motion to approve supplemental letter (2.20); Review related expedited motions (.30)	2.50 340.00/hr	850.00
10/7/2009 - LLT	Review PBGC objections	1.20 340.00/hr	408.00
- LLT	Review of issues related to third party solicitation letters and research related to same	1.40 340.00/hr	476.00
10/8/2009 - LLT	Review trustee confidentiality letter and research Virginia law issues (1.40); Review multiple e-mails re: UST objections and exculpation provisions (.20); Follow-up with A. Beane re: same (.20); Review controller's objection to Disclosure Statement (.80); Review supplemental objection of Luxenberg (.20)	2.80 340.00/hr	952.00
10/9/2009 - LLT	Review issues relating to tolling agreement (.40); Preparation for upcoming Disclosure Statement hearing (3.20); Review correspondence to J. Sabin and follow-up with C. Gibbs re: LFG committee Plan/Disclosure Statement issues (.50)	4.10 340.00/hr	1,394.00
- LLT	Address issues raised by class action plaintiffs to Disclosure Statement (.30); Review LFG committee response to Disclosure Statement and alternative request for approval of solicitation letter (.40)	0.70 340.00/hr	238.00

		<u>Hrs/Rate</u>	<u>Amount</u>
10/9/2009 - PSB	Review of Disclosure Statement issues	1.10 330.00/hr	NO CHARGE
10/10/2009 - LLT	Review and revise additional Plan language disseminated from Debtor	1.60 340.00/hr	544.00
10/11/2009 - LLT	Review of further revisions to Tolling Agreement/Plan/Disclosure Statement (2.20); Research re: Grunstead Plan objections (2.20); Telephone conference with co-counsel regarding Grunstead objection (.30)	4.70 340.00/hr	1,598.00
10/12/2009 - LLT	Review revised Plan (.90) and Disclosure Statement (.90); Review revised order approving Disclosure Statement (.40); Preparation for hearing (1.80); Meetings with co-counsel and counsel for the Debtor and LFG committee to prepare for Disclosure Statement hearing (3.60); Review Debtor's reply in support of Disclosure Statement (.80); Additional 4th Circuit research re: Grunstead objections (2.20); Review and draft committee Plan support letter (.30)	10.90 340.00/hr	3,706.00
- PSB	Review of Disclosure Statement issues	1.30 330.00/hr	NO CHARGE
10/13/2009 - LLT	Prepare for (2.50) and attend Disclosure Statement hearing (4.60); Additional research regarding exculpation (.70) and follow-up on Tolling Agreement risk factors (.40)	8.20 340.00/hr	2,788.00
10/14/2009 - LLT	Correspondence from C. Gibbs re: potential resolution of Grunstead objection	0.10 340.00/hr	34.00
10/15/2009 - LLT	Review proposed order approving LFG committee formal letter in support of Plan	0.20 340.00/hr	68.00
10/20/2009 - LLT	Review schedules (2.20) to the Plan as filed with the Court (.20)	2.40 340.00/hr	816.00
10/23/2009 - LLT	Review issues related to California control of Plan issues objections and correspondence from Debtor's counsel related thereto (.50); Review California controller motion for 2004 exam (.60)	1.10 340.00/hr	374.00
10/25/2009 - LLT	Review controller response to redline Plan and outstanding issues	0.60 340.00/hr	204.00

		<u>Hrs/Rate</u>	<u>Amount</u>
10/26/2009 - LLT	Address proposed resolution to California controller objections (.50); Attend Court hearings on controller's motions for discovery related to Plan issues (1.50); Follow-up with C. Gibbs re: same (.10)	2.10 340.00/hr	714.00
10/30/2009 - LLT	Address confirmation objections	1.40 340.00/hr	476.00
10/31/2009 - LLT	Review of Plan and Disclosure Statement in preparation for confirmation	1.10 340.00/hr	374.00
11/2/2009 - LLT	Prepare for (.50) and participate in (2.20) call with creditors regarding plan questions	2.70 340.00/hr	918.00
- LLT	Address issues re: plan (.50); Review objections to plan (.80)	1.30 340.00/hr	442.00
11/3/2009 - LLT	Research in support of plan confirmation regarding exculpation (2.70); Correspondence from T. Savenko re: follow-up on plan questions (.20); Review most recent draft of LES liquidation trust agreement (1.20)	4.10 340.00/hr	1,394.00
- PSB	Review of plan issues and research re: same	1.70 330.00/hr	NO CHARGE
11/4/2009 - LLT	Review draft of various plan supplement documents	0.90 340.00/hr	306.00
11/6/2009 - LLT	Review plan schedules and supporting documents	2.40 340.00/hr	816.00
11/8/2009 - LLT	Continued review of plan supplement documents (1.50); Preparation for confirmation hearing (.90); Confer with K. Bernstein re: plan confirmation issues (.20); Review issues re: due process objections (1.70); Address issues raised with D & Os and correspond with J. Scott and K. Bernstein re: same (.90)	5.20 340.00/hr	1,768.00
- LLT	Correspondence from D. Hayes re: resolution of plan objections	0.10 340.00/hr	34.00
11/10/2009 - LLT	Prepare for and attend telephone call with D. Hayes and B. Matson re: UST plan objections (.50); Correspondence with R. Van Arsdale re: same (.10); Review Texas AG's objection to	4.70 340.00/hr	1,598.00



		<u>Hrs/Rate</u>	<u>Amount</u>
	plan (.50); Review De Maio objection (.50); Correspondence from D. Hayes re: resolution of UST objections (.20); Review additional plan objections filed by CP Oxford Gardens Germinaro, Grunstead and RamQuest (2.90)		
11/11/2009 - LLT	Review of multiple plan objections (2.70); Review ballot tally (.50); Review proposed settlements with two largest note claimants (.60); Review secure schedule for plan (.30)	4.10 340.00/hr	1,394.00
- PSB	Review of Plan objections	1.80 330.00/hr	NO CHARGE
11/12/2009 - LLT	Correspondence with A. Beane re: confirmation brief	0.20 340.00/hr	68.00
- LLT	Prepare for and attend meeting with D. Hayes, B. Matson and R. Van Arsdale re: resolution of UST objections to confirmation (1.70); Follow-up research on permanent injunction issues (2.40)	4.10 340.00/hr	1,394.00
11/14/2009 - LLT	Preparation for confirmation hearing including review of case law and numerous objections	5.70 340.00/hr	1,938.00
- PSB	Research re plan issues	1.90 330.00/hr	627.00
11/15/2009 - LLT	Review and revise committee brief in support of confirmation	2.40 340.00/hr	816.00
11/16/2009 - LLT	Continued review of confirmation brief (.80); Prepare for confirmation hearing (4.50)	5.30 340.00/hr	1,802.00
11/17/2009 - LLT	Preparation for confirmation hearing including meetings with co-counsel, debtor's counsel and counsel for LFG committee (2.0); Review of objections (3.70); Review of applicable case law (3.20); Review Grunstead supplemental briefing (1.0); Review Debtor's response and objection to California Controller's motion on objection to inter-company claims (.50); Review ad hoc committee reservation of rights re: claim objections and amount of allowed claims under joint plan (.50)	10.90 340.00/hr	3,706.00
- PSB	Review of confirmation issues and preparation for hearing	5.60 330.00/hr	NO CHARGE

		<u>Hrs/Rate</u>	<u>Amount</u>
11/18/2009 - LLT	Preparation and participation in confirmation hearing	8.50 340.00/hr	2,890.00
- PSB	Prepare for confirmation hearing	2.30 330.00/hr	NO CHARGE
11/23/2009 - LLT	Review confirmation order	0.30 340.00/hr	102.00
SUBTOTAL:		[ 137.40	42,005.00]

Relief from Stay

10/2/2009 - LLT	Review motion for relief from stay filed by Texas AG's office	0.30 340.00/hr	102.00
10/9/2009 - LLT	Review Controller notice of hearing on motion to reconsider	0.10 340.00/hr	34.00
10/22/2009 - LLT	Review debtor's response to Texas Department of Insurance motion to determine non-applicability of automatic stay	0.70 340.00/hr	238.00
11/8/2009 - LLT	Review LFG committee motion to intervene in Texas Department of Insurance stay motion (.20); Review related objection filed by committee (.60)	0.80 340.00/hr	272.00
SUBTOTAL:		[ 1.90	646.00]

For professional services rendered

221.70 \$64,926.50

Additional Charges :

		<u>Qty/Price</u>	<u>Tax#</u>
<u>Case Administration</u>			
10/13/2009 - LLT	Fax - Epiq Bankruptcy Systems (646) 282-2501	12 1.00	12.00
10/31/2009 - LLT	Lexis/Research charges	1 296.31	296.31
- LLT	Pacer Costs	1 80.16	80.16

		<u>Qty/Price</u>	<u>Tax#</u>	<u>Amount</u>
11/12/2009 - LLT		215		43.00
	Photocopy costs - Objection to Plan copies	0.20		
11/13/2009 - LLT		76		15.20
	Photocopy costs - 341 hearing binder	0.20		
11/19/2009 - PSB		1		3.86
	Long distance charges	3.86		
11/20/2009 - PSB		1		375.10
	Transcript Cost	375.10		
11/30/2009 - PSB		1		128.19
	Lexis/Research	128.19		
12/5/2009 - PSB		1		93.92
	Pacer Costs	93.92		
SUBTOTAL:				[ 1,047.74]
Total costs				\$1,047.74
Total amount of this bill				\$65,974.24
Previous balance				\$17,488.09
Balance due				\$83,462.33

#### Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Lynn L. Tavenner	179.70	340.00	\$61,098.00
Paula S. Beran	5.70	330.00	\$1,881.00
Paula S. Beran	15.80	0.00	\$0.00
David L. Leadbeater	20.50	95.00	\$1,947.50

**EXHIBIT B**

United States Bankruptcy Court  
Eastern District of Virginia  
Richmond Division  
In re: LandAmerica Financial Group, Inc, et al., Case No. 08-35994-KRH  
**Fee Application Summary**  
Applicant: Tavenner & Beran, PLC,  
Local Counsel for The Official Committee of Unsecured Creditors

Interim Period  
September 1, 2009 through December 6, 2009

<u>Categories</u>	<u>Hours</u>	<u>Amount</u>
Asset Analysis and Recovery	3.00	\$850.00
Asset Disposition	5.60	\$1,904.00
Business Operations	14.80	\$4,692.00
Case Administration	64.10	\$11,914.50
Claims Administration	5.40	\$1,836.00
Creditors Meeting	5.20	\$1,598.00
Fee/Employment Applications and Objections	12.20	\$4,029.00
Litigation	12.50	\$3,991.00
Plan and Disclosure Statement	164.00	\$50,097.00
Relief from Stay	3.20	\$1,088.00
TOTAL HOURS	290.00	
TOTAL FEES		\$81,999.50

Month	Fees	Fees Paid	Expenses	Expenses Paid	Total Outstanding
September	\$17,073.00	\$00.00	\$415.10	\$00.00	\$17,488.10
October-December	\$64,926.50	\$00.00	\$1,047.74	\$00.00	\$65,974.24
Total	\$81,999.50	\$00.00	\$1,462.84	\$00.00	\$83,462.34

**Summary of Previously Authorized Fees and Expenses**

Application	Fees	Expenses	Docket # of Order
First Interim Application	\$94,128.00	\$3,576.84	1548
Second Interim Application	\$76,594.50 <sup>5</sup>	\$2,557.50	1961
Third Interim Application	\$89,432.00	\$703.78	2712

<sup>5</sup> The order actually reads \$79,594.50 but the same was a typographical error. Tavenner & Beran only received the amount it was actually owed and that amount was \$76,594.50.

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

In re:	:	Chapter 11
	:	
LANDAMERICA FINANCIAL GROUP, INC., <u>et</u>	:	Case No. 08-35994-KRH
<u>al.</u> ,	:	(Jointly Administered)
	:	
Debtors.	:	
	:	

**ORDER ALLOWING FINAL  
COMPENSATION AND EXPENSE REIMBURSEMENT  
(Tavenner & Beran, PLC)**

This matter came before the Court upon the Final Application Of Tavenner & Beran, PLC For Allowance Of Compensation And Expense Reimbursement As Local Counsel To The Official Committee of Unsecured Creditors (the “Application”) filed by Tavenner & Beran, PLC (“Tavenner & Beran”); and it appearing to the Court that (i) Tavenner & Beran provided proper notice of the Application to all necessary parties; (ii) no objections to the Application have been filed; and (iii) the request for compensation and reimbursement of expenses as allowed herein is reasonable, it is hereby ORDERED that:

1. The Application is hereby approved;
2. The request for compensation in the amount of \$81,999.50 and reimbursement of expenses in the amount of \$1,462.84 for the period of September 1, 2009 through December 6, 2009 by Tavenner & Beran be and hereby are allowed;
3. The amounts sought in the First Interim Application, the Second Interim Application, and the Third Interim Application as approved in the First Interim Compensation

Order, Second Interim Application Order, and the Third Interim Application Order are hereby allowed and approved on a final basis; and

4. The Debtors (or Liquidating Trustees as applicable) are authorized and directed to pay to Tavenner & Beran the amount of compensation and reimbursement of expenses allowed herein as an administrative expense.

5. Upon entry the Clerk shall serve by electronic delivery or first class mail, postage prepaid, copies of this Order on the Office of the United States Trustee and Tavenner & Beran, PLC.

ENTER:

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UNITED STATES BANKRUPTCY JUDGE

We ask for this:

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Lynn L. Tavenner, Esquire (Va. Bar No. 30083)  
Paula S. Beran, Esquire (Va. Bar No. 34679)  
Tavenner & Beran, PLC  
20 North Eighth Street, Second Floor  
Richmond, Virginia 23219  
Telephone: (804) 783-8300  
Facsimile: (804) 783-0178

Co-Counsel for the Official  
Committee of Unsecured Creditors

Seen and No Objection:

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Robert B. Van Arsdale  
Office of the United States Trustee  
701 East Broad Street, Suite 4304  
Richmond, Virginia 23219

Assistant United States Trustee

**LOCAL RULE 9022-1 CERTIFICATION**

In accordance with Local Rule 9022-1, the foregoing proposed order has been endorsed by or served upon all necessary parties.

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Co-Counsel